

FILED
UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

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2003 DEC 3 P 3:42

MICHELLE YAMEEN,

Plaintiff,

VS.

EATON VANCE DISTRIBUTORS, INC.,

Defendant, and

EATON VANCE TAX-MANAGED
GROWTH FUND 1.1,

Nominal Defendant.

U.S. DISTRICT COURT
DISTRICT OF MASS

Civil Action No.

JURY TRIAL DEMANDED

03 CV 12437 DCT

DERIVATIVE COMPLAINT

Plaintiff, through her attorney, alleges upon information and belief, except as to the allegations which pertain to the plaintiff and her counsel, which are alleged upon personal knowledge. Plaintiff's information and belief are based, *inter alia*, on the investigation made by her attorneys.

INTRODUCTION

This is an action brought by the Plaintiff against the Defendant, Eaton Vance Distributors, Inc. derivatively on behalf of the Eaton Vance Tax-Managed Growth Fund 1.1 (the "Fund") for breach by the Defendant of its fiduciary duty to the Fund and the Fund's shareholders and for violation of Section 36(b) of the Investment Company Act of 1940 (the "Investment Company Act"), 15 U.S.C. §80a-35(b). The Plaintiff alleges herein that the